

Miscellaneous Record, No. 19, Madison County

McCall Land and Loan Co.)  
to Articles  
The Public ) Incorporation

Filed for record the 8th day of September  
A.D. 1919 at 4.25 o'clock P.M.  
Nettie E. Winship, Recorder  
Fee \$ 1.80  
# 2151 ✓

ARTICLES OF INCORPORATION OF THE MCCALL LAND AND LOAN COMPANY.

We, E.E. McCall, Chas McMillan, Jno A. Guier, F.L. Drennan and Nelson Bertholf, the under-  
signed, and such other persons as may hereafter associate themselves with us for the pur-  
pose of forming a corporation under and pursuant to Chapter One, Title Nine, of the Code  
of Iowa, and the Acts of the General Assembly amendatory thereto, do hereby associate our-  
selves together as a body corporate, with all the rights, privileges and powers vested in  
and belonging and granted to corporations <sup>for</sup> pecuniary profit as are granted by the laws  
of the State of Iowa, and for that purpose, we adopt the following Articles of Incorporation

I. NAME AND PLACE OF BUSINESS . The name of this corporation shall be "McCall Land  
and Loan Company", and its principal place of business shall be Winterset, Iowa.

II. PURPOSES AND POWERS. The general nature of the business of this corpor-  
ation shall be to buy, own, improve, lease, sell and convey real estate; to act as the  
agent for others in the purchase, sale and leasing of real estate; negotiate loans for  
itself and as agent for others; act as agent for Insurance Companies; acquire and own  
abstract books, make and prepare abstracts of title; buy and sell notes, mortgages, cert-  
ificates of indebtedness, judgments and other liens and accounts and any and all kinds of  
bonds and warrants, and to engage in any and all lawful business done by real estate and  
loan brokers and the right to buy, own, keep and sell personal property of any kind.  
It shall have the right to sue and be sued and to do any and all acts necessary and  
proper to carry out the objects of this corporation.

III. Duration and Capital Stock; This corporation will commence business as soon as its  
certificate of incorporation is issued by the Secretary of the State of Iowa, and shall  
continue for twenty years, unless sooner dissolved by three-fourths vote of all the out-  
standing capital stock at a stock holders' meeting. The capital stock of this cor-  
poration shall be \$100,000.00 divided into one thousand (1000) shares of \$100.00 each.  
All stock subscribed shall be paid ~~in full~~ for on the call of the Board of Directors,  
and shall be non-assessable.

IV. DIRECTORS AND OFFICERS: The business of this corporation shall be conducted by  
a Board of Directors, consisting of not less than three nor more than five stock holders  
in the corporation, who shall hold their office for one year and until their successors  
are elected and qualified; the Board of Directors shall, from their own membership, at  
their first meeting at the same place and immediately after the annual stock holders'  
meeting on the first Monday in January of each year, elect a President and one Vice-  
President, who shall each hold his office for one year and until his successor is elected  
and qualified; at the same time, they shall elect a Secretary and Treasurer who shall be  
a stock holder in the corporation and may or may not be a member of the Board of Direct-  
ors; and the term of his office shall be during the pleasure of the Board of Directors;  
he shall give bond to this corporation in such sum and conditioned as the Board of  
Directors may require.

If a vacancy shall occur in the Board of Directors, the remaining Directors may  
fill such vacancy.

V. ANNUAL AND CALL MEETINGS: An annual meeting of the stockholders shall be held on  
the first Monday of January each year at the office of the corporation in Winterset,

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Iowa, for the election of Directors and any other business which may rightfully come before such meetings.

At all elections and meetings of the stockholders of this corporation, each stockholder shall be entitled to one vote for each share of stock owned by him, which vote may be cast in person or by proxy.

The President, may, and upon the written request of the holders of thirty per cent of the stock he shall call a special meeting of the stockholders. Ten days' notice of such special meeting shall be given to each stockholder by mailing a written or printed notice thereof to them, stating the object of such meeting. No other business shall be transacted at such meeting. The ten days shall exclude both the day of mailing and the day of the special meeting.

VI. **FIRST BOARD OF DIRECTORS AND OFFICERS;** Until the annual meeting of this corporation on the first Monday in January 1920, the Board of Directors shall consist of E.E. McCall, Chas. McMillan, Nelson Bertholf, F.L. Drennan and Jno. A. Guiber, all of Winterset, Iowa. Until their successors are elected and qualified, E.E. McCall shall be President Chas. McMillan, shall be Vice President and Will H. Henry shall be Secretary and Treasurer.

VII. **TRANSFER OF STOCK:** The shares of the stock in this corporation shall be transferable only upon the books of the corporation in the manner provided by law; the corporation shall have a first lien upon the shares of stock and upon any and all money due any stockholder for any and all sums of money due the corporation from such stockholder.

VIII. **POWERS OF OFFICERS:** The President, Vice President or the Secretary of this corporation are each given full power and authority to execute deeds and mortgages and to execute releases and assignments of mortgages and any other liens or judgments belonging to this corporation. And each of them is given full power and authority to execute any and all proper instruments for the carrying on of the business of this corporation.

The President or Vice President and the Secretary-Treasurer shall join in issuing stock, when the same is fully paid.

IX. **PRIVATE PROPERTY EXEMPT.** The private property of the members of this corporation shall be exempt from liability for the debts of this corporation.

X. **INDEBTEDNESS::** The indebtedness of this corporation shall not, at any time, exceed two-thirds of the capital stock.

XI. **AMENDMENTS:** No alteration or amendment shall be made to these Articles of Incorporation, unless the same be adopted by the majority vote of the stock present at an annual meeting of the stockholders.

XII. This corporation shall have a corporation seal.

IN WITNESS WHEREOF, the undersigned have subscribed their names hereto, on this, the 5th day of September A.D. 1919, at Winterset, in Madison County, Iowa.

E.E. McCall  
Jno. A. Guiber  
Chas. McMillan  
F.L. Drennan  
Nels Bertholf

State of Iowa Madison County SS: On this 5th day of September A.D. 1919, before me, M.L. Silliman a Notary Public within and for said County, personally came E.E. McCall, Chas. McMillan, Jno. A. Guiber, F.L. Drennan and Nelson Bertholf, personally to me known to be the identical persons whose names are affixed to the above instrument as grantors, and

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acknowledged the execution of the same to be their voluntary act and deed for the purposes therein expressed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal Notarial on the date last above written.



M.L.Silliman  
Notary Public within and for Madison County, Iowa.